

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(Eastern Division)**

In re:

LINDSAY LAMPASONA, LLC,

Debtor.

Chapter 11

Case No. 11-19747-JNF

**NOTICE OF (A) SALE OF ASSETS, (B) DEADLINE FOR FILING OBJECTIONS,
(C) DEADLINE FOR FILING COUNTEROFFERS, AND (D) HEARING DATE**

TO CREDITORS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE THAT Lindsay Lampasona, LLC (the "Debtor"), the debtor and debtor-in-possession in the above-captioned Chapter 11 case, has filed the following motions:

- *Debtor's Motion (A) to Authorize Debtor to Effectuate Purchase and Sale Agreement With Rykor Concrete & Civil Inc.; (B) to Authorize Sale of Assets By Private Sale Free and Clear of Liens, Claims and Interests; (C) to Authorize the Assumption and Assignment of Executory Contracts, and (D) For Related Relief (the "Sale Motion")* [docket no. 17]; and
- *Motion to Amend Debtor's Motion (A) to Authorize Debtor to Effectuate Purchase and Sale Agreement With Rykor Concrete & Civil Inc.; (B) to Authorize Sale of Assets By Private Sale Free and Clear of Liens, Claims and Interests; (C) to Authorize the Assumption and Assignment of Executory Contracts, and (D) For Related Relief (the "Motion to Amend")* [docket no. 83]

pursuant to which the Debtor seeks Court authority to sell its tangible assets (the "Assets"), as more fully described in the Sale Motion and the asset purchase agreement (the "APA") attached to the Sale Motion, to Rykor Concrete & Civil, Inc. ("Rykor") for a purchase price of \$448,000 (the "Sale").

PLEASE TAKE FURTHER NOTICE THAT, on November 28, 2011, the United States Bankruptcy Court for the District of Massachusetts (the "Court") entered an Order Establishing Bid Procedures (the "Bid Procedures Order") [docket no. 101] which, among other things, established procedures for bidding and proposing counteroffers for the Sale. **Any party intending to make counteroffers or bid on the Assets must comply with the Bid Procedures Order.**

PLEASE TAKE FURTHER NOTICE THAT pursuant to Section 363 of the Bankruptcy Code, the Assets will be sold free and clear of all liens, claims, interests and encumbrances, including without limitation all consensual liens and security interests and all liens or claims arising by operation of law. Any and all such liens, claims, encumbrances and interests shall attach to the proceeds of the Sale to the same extent and priority as existed prior to the filing of the Debtor's bankruptcy case. Nothing in this notice constitutes a waiver of the Debtor's right to review and challenge the extent, priority or validity of any lien, claim, encumbrance or interest.

PLEASE TAKE FURTHER NOTICE THAT a hearing on the Sale Motion will be held on **December 27, 2011 at 11:45 a.m. (EST)** (the "Sale Hearing") before the Honorable Joan N. Feeney, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Massachusetts (Eastern Division), John W. McCormack Post Office and Court House, 5 Post Office Square, Boston, Massachusetts, 02109-3949. The Debtor will seek approval of the Sale Motion, as amended by the Motion to Amend, at the Sale Hearing.

ANY COUNTEROFFER OR ANY OBJECTION to the Sale Motion must be made in writing and filed with the Clerk of the Court, via the Bankruptcy Court's CM/ECF System (for registered users) or by mail by **December 27, 2011 at 4:30 p.m. (EST)** (the "Objection Deadline") and served so that the counteroffer or objection is **received on or before the Objection Deadline** by (i) Debtor's counsel, Murphy & King, Professional Corporation, One Beacon Street, Boston, MA 02108, Attn: D. Ethan Jeffery, Esq.; (ii) the Office of the United States Trustee, John W. McCormack Post Office and Court House, 5 Post Office Square, Boston, Massachusetts, 02109-3949; (iii) counsel for Rykor, Choate, Hall & Stewart, LLP, Two International Place, Boston, MA, 02110, Attn: Paul Popeo, Esq.; and (iv) counsel for the Bank of Canton, Riemer & Braunstein LLP, Three Center Plaza, Boston, MA 02103, Attn: Jeffrey D. Ganz, Esq. (collectively, the "Notice Parties"). Any party filing an objection to the Sale Motion is required to appear at the Sale Hearing and absent such appearance, such objection may be overruled and deemed moot. Any objection to the Sale Motion shall be governed by Federal Rule of Bankruptcy Procedure 9014.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE SALE MOTION WITHOUT FURTHER NOTICE TO YOU OR OPPORTUNITY TO OBJECT.

COPIES OF THE SALE MOTION, THE RELATED EXHIBITS, AND THE BID PROCEDURES ORDER ARE AVAILABLE BY ELECTRONIC MAIL AND/OR BY REGULAR MAIL UPON REQUEST FROM THE UNDERSIGNED, FREE OF CHARGE.

[this space intentionally left blank]

NOTICE TO ALL PARTIES SERVED:

Your rights may be affected. You should read this Notice carefully and discuss it with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.

Any request for a continuance **MUST** be made by **WRITTEN MOTION**. See MLBR 5071-1.

Respectfully Submitted,
Lindsay Lampasona, LLC

By its counsel,

/s/ D. Ethan Jeffery
D. Ethan Jeffery (BBO #631941)
MURPHY & KING, P.C.
One Beacon Street
Boston, MA 02108-3107
Tel: (617) 423-0400
Fax: (617) 556-8985
dej@murphyking.com

Dated: November 28, 2011

612471